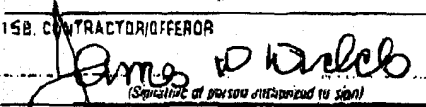
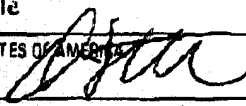


<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE		PAGE OF PAGES 1 4		
2. AMENDMENT/MODIFICATION NO. <b>P00005</b>		3. EFFECTIVE DATE <b>1 October 2004</b>		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO. (If applicable)	
6. ISSUED BY <b>Defense Supply Center Philadelphia 700 Robbins Ave. Philadelphia, Pa. 19111</b>		7. ADMINISTERED BY (If other than item 6)		CODE			
2. NAME AND ADDRESS OF CONTRACTOR (Name, street, county, State and ZIP Code) <b>Food Services, Inc. (FSI) 17889 McLean Road Mount Vernon, Wa. 98273</b>				9A. AMENDMENT OF SOLICITATION NO.			
				8B. DATED (SEE ITEM 11)			
				10A. MODIFICATION OF CONTRACT/ORDER NO. <b>SP0300-03-R-4007</b>			
				10B. DATED (SEE ITEM 13) <b>4 November 2003</b>			
CODE		FACILITY CODE					
<b>11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS</b>							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of offers <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended.							
Offer must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
<b>12. Accounting and Appropriation Data (If required)</b>							
<b>13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.</b>							
<input type="checkbox"/> A THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.							
<input type="checkbox"/> B THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 10, PURSUANT TO THE AUTHORITY OF FAR 43.103(n).							
<input checked="" type="checkbox"/> C THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: <b>FAR</b>							
<input type="checkbox"/> D OTHER (Specify type of modification and authority)							
<b>E. IMPORTANT:</b> Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return _____ copies to the issuing office.							
<b>14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)</b>							
1. Contract number is changed from SP0300-04-D-3076 to SPM300-04-D-3076.  2. Delete pages 3, 4 and 5 of the contract and substitute pages 2, 3 and 4 of this modification which are now the new pages 3, 4 and 5 of the contract.							
Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.							
15A. NAME AND TITLE OF SIGNER (Type or print) <b>James Dodds, Government Contract Specialist</b>				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) <b>Dennis Strolle</b>			
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)		16C. DATE SIGNED <b>10-6-04</b>		16B. UNITED STATES OF AMERICA  (Signature of Contracting Officer)		16D. DATE SIGNED <b>10/1/04</b>	

SPM300-04-D-3076  
Food Service Inc.

PAGE 3 OF 7

**PRICES:**

The unit prices for all items shall be in accordance with the addendum to clause 52.212-4, Paragraph (t) "Price Changes".

The "Unit Price" consists of the "Delivered Price" plus the "Distribution Price". The "Distribution Price" will remain fixed throughout the term of the contract. The Distribution Fees for the base year are as follows:

Category Number	Category Description	Distribution Fee	Unit of Issue
	The following Category Description applies to category numbers 1 through 16: Beef, Steaks and Portion Control; Beef, Whole Primal; Beef Ground; Beef Patties; Beef, Specialty, Precooked/Smoked/Raw Breaded; Pork, Whole Roasts Raw; Hot Dogs and Sausage; Pork, Portion Control; Pork, Specialty, Precooked/Smoked/Raw Breaded; Poultry, Bone In, Raw and Seasoned; Poultry, Specialty, Precooked/Smoked/Raw Breaded; Seafood (shellfish) (raw); Seafood (other than shellfish or canned); Cheese, Natural aged/Singles/Grated/Shredded		
1	Unit Cost from \$0.00 to \$1.00		LB
2	Unit Cost from \$1.01 to \$1.25		LB
3	Unit Cost from \$1.26 to \$1.50		LB
4	Unit Cost from \$1.51 to \$1.75		LB
5	Unit Cost from \$1.76 to \$2.00		LB
6	Unit Cost from \$2.01 to \$2.25		LB
7	Unit Cost from \$2.26 to \$2.50		LB
8	Unit Cost from \$2.51 to \$2.75		LB
9	Unit Cost from \$2.76 to \$3.00		LB
10	Unit Cost from \$3.01 to \$3.50		LB
11	Unit Cost from \$3.51 to \$4.00		LB
12	Unit Cost from \$4.01 to \$5.00		LB
13	Unit Cost from \$5.01 to \$6.00		LB
14	Unit Cost from \$6.01 to \$8.00		LB
15	Unit Cost from \$8.01 to \$14.00		LB
16	Unit Cost from \$14.01 and up		LB

SPM300-04-D-3076

PAGE 4 OF 7

Food Service Inc.

Category Number	Category Description	Distribution Fee	Unit of Issue
17	Seafood (Canned)		CS
18	Fruits/Juices/Vegetables (Frozen)		CS
19	Fruits (Canned and Dried)		CS
20	Vegetables/Tomato Products to include tomato-based sauces & pastes		CS
21	Cereal Products/Oats/Grits/Waffles		CS
22	Pasta to include spaghetti, lasagna, egg noodles and assorted pasta		CS
23	Potatoes/Onion Rings (Frozen)		CS
24	Snack Foods to include chips, cookies, crackers, granola bars, candy, individual pastries/fruit/pudding snacks		CS
25	Soups, Bouillons, Gravy Bases or Gravy Mixes and UC dry items		CS
26	Prepared Foods/Entrees/Precooked Food - Frozen (Heat & Eat – no other preparation required) to include appetizers, prepared entrees, pizza, tray entrees, stuffed chicken breasts, pizza crust, eggrolls, corn dogs, burritos, Heat & Eat items, chili, cornbeef hash, canned entrees, canned cheese		CS
27	Dairy (other than cheese) to include egg substitute, ice cream, milk products, milk shake mixes, butter, margarine, cream cheese		CS
28	Bakery Products (Chilled or Frozen) to include dough, pies, breads, bagels, UC frozen and chill items		CS
29	Baking Mixes, Baking Ingredients, Pie Fillings, Gelatins and Cornmeal		CS
30	Spices, Flavorings and Food Colorings		CO
31	Sugar/Flour/Rice (Bulk Sizes)		CS
32	Dressings, Sauces, Toppings, Syrups, Condiments, Jams/Jellies (Bulk Sizes)		CS
33	Dressings, Sauces, Toppings, Syrups, Condiments, Jams/Jellies (table top or individual/portion control sized items)		CS
34	Shortenings and Oils to include cooking oil, salad oil, olive oil, cooking spray		CS

SPM300-04-D-3076

PAGE 5 OF 7

Food Service Inc.

Category Number	Category Description	Distribution Fee	Unit of Issue
35	Coffee, Tea and Cocoa (Dry) to include specialty & dispenser		CS
36	Beverages to include soda, juices, liquid or dry bases and concentrates		CS
37	BIB Beverages to include 3 and 5 gallon bag in box juices and drinks		CS
38	Prepared meals and Sandwiches		CS
39	Eggs, Shell, Fresh		DZ
40	MUSIC Items		CS
41	Government Furnished Material (GFM) for Prime Vendor Distribution (includes Fresh Fruits & Vegetables (FF&V), Market Ready & Items Locally Purchased by DSCP Pacific		CS
42	GFM – Meals Ready to Eat		CS
43	Unitized Group Rations-A (UGR-A)		CS
44	UGR-A (inspection/rework fee)		CS
45	GFM (bread, cook/chill items)		CS
46	Deployment/Exercise Operations- (outside Okinawa that require air freight)		CS
47	Produce Fumigation & Rework		CS
48	Food Service Operating Supplies (FSOS)		CS
49	ESL Milk and Dairy Products		CS

If the Government determines to invoke the options, the Distribution Fees for option years one to four will be the same as the base year.

This contract contains a guaranteed minimum of twenty-five percent (25%), \$4.1 million, of the estimated dollar value. The estimated dollar value of the base year of this contract is \$ 16.5 million. The maximum ceiling will be two hundred percent (200%), \$33 million, of the estimated dollar value. In the event of surge, mobilization or operational deployment, the government reserves the right to unilaterally execute an alternate maximum ceiling of five hundred percent (300%), \$49.5 million, of the estimated dollar value.